

CONTRIBUTION AGREEMENT

EXHIBIT A

Duck Creek Easement Agreement

[included as Appendix E to CILCO's Notice of Transfer of Assets]

CONTRIBUTION AGREEMENT

EXHIBIT B

Edwards Easement Agreement

[included as Appendix F to CILCO's Notice of Transfer of Assets]

CONTRIBUTION AGREEMENT

EXHIBIT C

Power Supply Agreement

[included as Appendix C to CILCO's Notice of Transfer of Assets]

CONTRIBUTION AGREEMENT

EXHIBIT D

Services and Facilities Agreement

[included as Appendix B to CILCO's Notice of Transfer of Assets]

CONTRIBUTION AGREEMENT

EXHIBIT E

Sterling Avenue Easement Agreement

[included as Appendix G to CILCO's Notice of Transfer of Assets]

CONTRIBUTION AGREEMENT

EXHIBIT F

Note Payable of CIGI to CILCO

TERM NOTE

LOAN DATE:	
LENDER:	Central Illinois Light Company
BORROWER:	Central Illinois Generation, Inc.
DUE DATE:	Various
TERMS:	
AMOUNT	\$75,000,000, Final Maturity May 1, 2025
INT. RATE	8.0%
PAYMENT DATE(S)	February 1 and August 1

U.S. \$75,000,000

Date:

PRINCIPAL BORROWED/MATURITY:

FOR VALUE RECEIVED, Central Illinois Generation, Inc., a corporation (the "Borrower" and the "Undersigned"), hereby promises to pay to the order of Central Illinois Light Company (the "Lender") in lawful money of the United States of America, in immediately available funds, at the principal office of the Lender the principal sum of Seventy-Five Million Dollars and 00/100 (\$75,000,000.00) on the dates set forth in the attached Amortization Schedule.

INTEREST RATE/INTEREST PAYMENTS/CALCULATIONS:

Interest is calculated from the date hereof (computed on the basis of a 30-day month and a 360-day year) on the unpaid balance thereof at the rate of 8.0 percent per annum, payable on February 1 and August 1 in each year or on the next business day if such due date is not a business day) commencing _____ and at maturity. Amortization schedule is attached. Principal payments are due on the first business day of the month they are due. Overdue payments of principal and interest shall draw interest at a rate equivalent to two percent (2%) in excess of the Prime Rate as published in the Wall Street Journal.

PREPAYMENT:

The Borrower may not prepay all or part of any loan, without the consent of the Lender. The maturity of this Note may be accelerated by the holder of this Note following an Event of Default as defined in this Note.

PARI PASSU:

The obligation of the Borrower to pay principal, interest, and all other sums payable under this Note rank at least pari passu in all respects with all other unsecured and unsubordinated loans, debts, guarantees or other obligations incurred, created or assumed by the Borrower.

EVENTS OF DEFAULT:

In any of the following events ("Event of Default") shall occur and be continuing:

- c) The Borrower shall default in the payment of any amount due hereunder; or

- d) A default or event of default shall occur in respect of bonds, notes, other loans or similar evidences of indebtedness of the Borrower and shall continue for more than the period, if any, within which the Borrower shall be allowed to cure such default; or
- e) The Borrower shall make any assignment for the benefit of creditors or a composition with creditors, shall generally fail to pay its debts as they become due, shall file (or take any corporate action for the purpose of filing) a petition commencing a voluntary proceeding by the Borrower under any re-organization or bankruptcy laws, or an involuntary proceeding under such laws shall be commenced against the Borrower;
- d) The stock of the Borrower ceases to be owned by the Lender.

then and in any such event, the Lender may by notice to the Borrower take the following action: terminate this Note, and declare the note principal amount \$75,000,000.00 and all interest accrued and unpaid thereon and all other sums due hereunder, to be immediately due and payable without presentment, demand, protest or further notice of any kind, all of which are hereby expressly waived by the Borrower.

GOVERNING LAW:

This Note shall be construed in accordance with and governed by the law of the State of Illinois.

EXPENSE:

The Borrower agrees to reimburse the Lender for any out-of-pocket expenses, including reasonable fees and disbursements of legal counsel, incurred in connection with the enforcement of this Note or any other document submitted hereunder or in connection herewith.

BORROWER: Central Illinois Generation, Inc.

By: _____

Title: _____

Central Illinois Light Company
Term Note between CILCO and CIGI
Amortization Schedule

Principal 75,000,000
Interest Rate 8.00%
Maturity Various, due on 1st business day of month in month due.

Date	Amortization of CIGI Principal	CIGI Principal	Monthly Interest
November-01	-	75,000,000	500,000.00
December-01	-	75,000,000	500,000.00
January-02	-	75,000,000	500,000.00
February-02	-	75,000,000	500,000.00
March-02	-	75,000,000	500,000.00
April-02	-	75,000,000	500,000.00
May-02	-	75,000,000	500,000.00
June-02	-	75,000,000	500,000.00
July-02	-	75,000,000	500,000.00
August-02	-	75,000,000	500,000.00
September-02	-	75,000,000	500,000.00
October-02	-	75,000,000	500,000.00
November-02	-	75,000,000	500,000.00
December-02	-	75,000,000	500,000.00
January-03	-	75,000,000	500,000.00
February-03	8,000,000	67,000,000	446,666.67
March-03	-	67,000,000	446,666.67
April-03	-	67,000,000	446,666.67
May-03	-	67,000,000	446,666.67
June-03	-	67,000,000	446,666.67
July-03	-	67,000,000	446,666.67
August-03	-	67,000,000	446,666.67
September-03	-	67,000,000	446,666.67
October-03	-	67,000,000	446,666.67
November-03	-	67,000,000	446,666.67
December-03	-	67,000,000	446,666.67
January-04	-	67,000,000	446,666.67
February-04	-	67,000,000	446,666.67
March-04	-	67,000,000	446,666.67
April-04	-	67,000,000	446,666.67
May-04	-	67,000,000	446,666.67
June-04	-	67,000,000	446,666.67
July-04	-	67,000,000	446,666.67
August-04	-	67,000,000	446,666.67
September-04	-	67,000,000	446,666.67
October-04	-	67,000,000	446,666.67
November-04	-	67,000,000	446,666.67
December-04	-	67,000,000	446,666.67
January-05	-	67,000,000	446,666.67
February-05	-	67,000,000	446,666.67
March-05	-	67,000,000	446,666.67
April-05	-	67,000,000	446,666.67

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Amortization Schedule

Principal 75,000,000
Interest Rate 8.00%
Maturity Various, due on 1st business day of month in month due.

Date	Amortization of CIGI Principal	CIGI Principal	Monthly Interest
May-05	-	67,000,000	446,666.67
June-05	-	67,000,000	446,666.67
July-05	-	67,000,000	446,666.67
August-05	-	67,000,000	446,666.67
September-05	-	67,000,000	446,666.67
October-05	-	67,000,000	446,666.67
November-05	-	67,000,000	446,666.67
December-05	5,000,000	62,000,000	413,333.33
January-06	-	62,000,000	413,333.33
February-06	-	62,000,000	413,333.33
March-06	-	62,000,000	413,333.33
April-06	-	62,000,000	413,333.33
May-06	-	62,000,000	413,333.33
June-06	-	62,000,000	413,333.33
July-06	-	62,000,000	413,333.33
August-06	-	62,000,000	413,333.33
September-06	-	62,000,000	413,333.33
October-06	-	62,000,000	413,333.33
November-06	-	62,000,000	413,333.33
December-06	-	62,000,000	413,333.33
January-07	15,700,000	46,300,000	308,666.67
February-07	-	46,300,000	308,666.67
March-07	-	46,300,000	308,666.67
April-07	-	46,300,000	308,666.67
May-07	-	46,300,000	308,666.67
June-07	-	46,300,000	308,666.67
July-07	-	46,300,000	308,666.67
August-07	-	46,300,000	308,666.67
September-07	-	46,300,000	308,666.67
October-07	-	46,300,000	308,666.67
November-07	-	46,300,000	308,666.67
December-07	-	46,300,000	308,666.67
January-08	-	46,300,000	308,666.67
February-08	-	46,300,000	308,666.67
March-08	-	46,300,000	308,666.67
April-08	-	46,300,000	308,666.67
May-08	-	46,300,000	308,666.67
June-08	-	46,300,000	308,666.67
July-08	-	46,300,000	308,666.67
August-08	-	46,300,000	308,666.67
September-08	-	46,300,000	308,666.67
October-08	-	46,300,000	308,666.67
November-08	-	46,300,000	308,666.67

Central Illinois Light Company
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Amortization Schedule

Principal 75,000,000
Interest Rate 8.00%
Maturity Various, due on 1st business day of month in month due.

Date	Amortization of CIGI Principal	CIGI Principal	Monthly Interest
December-08	-	46,300,000	308,666.67
January-09	-	46,300,000	308,666.67
February-09	-	46,300,000	308,666.67
March-09	-	46,300,000	308,666.67
April-09	-	46,300,000	308,666.67
May-09	-	46,300,000	308,666.67
June-09	-	46,300,000	308,666.67
July-09	-	46,300,000	308,666.67
August-09	-	46,300,000	308,666.67
September-09	-	46,300,000	308,666.67
October-09	-	46,300,000	308,666.67
November-09	-	46,300,000	308,666.67
December-09	-	46,300,000	308,666.67
January-10	1,600,000	44,700,000	298,000.00
February-10	-	44,700,000	298,000.00
March-10	-	44,700,000	298,000.00
April-10	-	44,700,000	298,000.00
May-10	-	44,700,000	298,000.00
June-10	-	44,700,000	298,000.00
July-10	-	44,700,000	298,000.00
August-10	-	44,700,000	298,000.00
September-10	-	44,700,000	298,000.00
October-10	-	44,700,000	298,000.00
November-10	-	44,700,000	298,000.00
December-10	-	44,700,000	298,000.00
January-11	-	44,700,000	298,000.00
February-11	-	44,700,000	298,000.00
March-11	-	44,700,000	298,000.00
April-11	-	44,700,000	298,000.00
May-11	-	44,700,000	298,000.00
June-11	-	44,700,000	298,000.00
July-11	-	44,700,000	298,000.00
August-11	-	44,700,000	298,000.00
September-11	-	44,700,000	298,000.00
October-11	-	44,700,000	298,000.00
November-11	-	44,700,000	298,000.00
December-11	-	44,700,000	298,000.00
January-12	-	44,700,000	298,000.00
February-12	-	44,700,000	298,000.00
March-12	-	44,700,000	298,000.00
April-12	-	44,700,000	298,000.00
May-12	-	44,700,000	298,000.00
June-12	-	44,700,000	298,000.00

Central Illinois Light Company
Term Note between CILCO and CIGI
Amortization Schedule

Principal 75,000,000
Interest Rate 8.00%
Maturity Various, due on 1st business day of month in month due.

Date	Amortization of		Monthly Interest
	CIGI Principal	CIGI Principal	
July-12	-	44,700,000	298,000.00
August-12	-	44,700,000	298,000.00
September-12	-	44,700,000	298,000.00
October-12	-	44,700,000	298,000.00
November-12	300,000	44,400,000	296,000.00
December-12	-	44,400,000	296,000.00
January-13	-	44,400,000	296,000.00
February-13	-	44,400,000	296,000.00
March-13	-	44,400,000	296,000.00
April-13	-	44,400,000	296,000.00
May-13	-	44,400,000	296,000.00
June-13	-	44,400,000	296,000.00
July-13	-	44,400,000	296,000.00
August-13	-	44,400,000	296,000.00
September-13	-	44,400,000	296,000.00
October-13	-	44,400,000	296,000.00
November-13	-	44,400,000	296,000.00
December-13	-	44,400,000	296,000.00
January-14	-	44,400,000	296,000.00
February-14	-	44,400,000	296,000.00
March-14	-	44,400,000	296,000.00
April-14	-	44,400,000	296,000.00
May-14	-	44,400,000	296,000.00
June-14	-	44,400,000	296,000.00
July-14	-	44,400,000	296,000.00
August-14	-	44,400,000	296,000.00
September-14	-	44,400,000	296,000.00
October-14	-	44,400,000	296,000.00
November-14	-	44,400,000	296,000.00
December-14	-	44,400,000	296,000.00
January-15	-	44,400,000	296,000.00
February-15	-	44,400,000	296,000.00
March-15	-	44,400,000	296,000.00
April-15	-	44,400,000	296,000.00
May-15	-	44,400,000	296,000.00
June-15	-	44,400,000	296,000.00
July-15	-	44,400,000	296,000.00
August-15	-	44,400,000	296,000.00
September-15	-	44,400,000	296,000.00
October-15	-	44,400,000	296,000.00
November-15	-	44,400,000	296,000.00
December-15	-	44,400,000	296,000.00
January-16	-	44,400,000	296,000.00

Central Illinois Light Company
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Principal 75,000,000
Interest Rate 8.00%
Maturity Various, due on 1st business day of month in month due.

Date	Amortization of CIGI Principal	CIGI Principal	Monthly Interest
February-16	-	44,400,000	296,000.00
March-16	-	44,400,000	296,000.00
April-16	-	44,400,000	296,000.00
May-16	-	44,400,000	296,000.00
June-16	-	44,400,000	296,000.00
July-16	-	44,400,000	296,000.00
August-16	-	44,400,000	296,000.00
September-16	-	44,400,000	296,000.00
October-16	-	44,400,000	296,000.00
November-16	-	44,400,000	296,000.00
December-16	-	44,400,000	296,000.00
January-17	-	44,400,000	296,000.00
February-17	-	44,400,000	296,000.00
March-17	-	44,400,000	296,000.00
April-17	-	44,400,000	296,000.00
May-17	-	44,400,000	296,000.00
June-17	-	44,400,000	296,000.00
July-17	-	44,400,000	296,000.00
August-17	-	44,400,000	296,000.00
September-17	-	44,400,000	296,000.00
October-17	-	44,400,000	296,000.00
November-17	-	44,400,000	296,000.00
December-17	-	44,400,000	296,000.00
January-18	-	44,400,000	296,000.00
February-18	4,500,000	39,900,000	266,000.00
March-18	-	39,900,000	266,000.00
April-18	-	39,900,000	266,000.00
May-18	-	39,900,000	266,000.00
June-18	-	39,900,000	266,000.00
July-18	-	39,900,000	266,000.00
August-18	-	39,900,000	266,000.00
September-18	-	39,900,000	266,000.00
October-18	-	39,900,000	266,000.00
November-18	-	39,900,000	266,000.00
December-18	-	39,900,000	266,000.00
January-19	-	39,900,000	266,000.00
February-19	-	39,900,000	266,000.00
March-19	-	39,900,000	266,000.00
April-19	-	39,900,000	266,000.00
May-19	-	39,900,000	266,000.00
June-19	-	39,900,000	266,000.00
July-19	-	39,900,000	266,000.00
August-19	-	39,900,000	266,000.00

Central Illinois Light Company
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Interest Rate 8.00%
Maturity Various, due on 1st business day of month in month due.

Date	Amortization of CIGI Principal	CIGI Principal	Monthly Interest
September-19	-	39,900,000	266,000.00
October-19	-	39,900,000	266,000.00
November-19	-	39,900,000	266,000.00
December-19	-	39,900,000	266,000.00
January-20	-	39,900,000	266,000.00
February-20	-	39,900,000	266,000.00
March-20	-	39,900,000	266,000.00
April-20	-	39,900,000	266,000.00
May-20	-	39,900,000	266,000.00
June-20	-	39,900,000	266,000.00
July-20	-	39,900,000	266,000.00
August-20	-	39,900,000	266,000.00
September-20	-	39,900,000	266,000.00
October-20	-	39,900,000	266,000.00
November-20	-	39,900,000	266,000.00
December-20	-	39,900,000	266,000.00
January-21	-	39,900,000	266,000.00
February-21	-	39,900,000	266,000.00
March-21	-	39,900,000	266,000.00
April-21	-	39,900,000	266,000.00
May-21	-	39,900,000	266,000.00
June-21	-	39,900,000	266,000.00
July-21	-	39,900,000	266,000.00
August-21	-	39,900,000	266,000.00
September-21	-	39,900,000	266,000.00
October-21	-	39,900,000	266,000.00
November-21	-	39,900,000	266,000.00
December-21	-	39,900,000	266,000.00
January-22	20,400,000	19,500,000	130,000.00
February-22	-	19,500,000	130,000.00
March-22	-	19,500,000	130,000.00
April-22	-	19,500,000	130,000.00
May-22	-	19,500,000	130,000.00
June-22	-	19,500,000	130,000.00
July-22	-	19,500,000	130,000.00
August-22	-	19,500,000	130,000.00
September-22	-	19,500,000	130,000.00
October-22	-	19,500,000	130,000.00
November-22	-	19,500,000	130,000.00
December-22	-	19,500,000	130,000.00
January-23	-	19,500,000	130,000.00
February-23	3,100,000	16,400,000	109,333.33
March-23	-	16,400,000	109,333.33

Central Illinois Light Company
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Interest Rate 8.00%
Maturity Various, due on 1st business day of month in month due.

Date	Amortization of		Monthly Interest
	CIGI Principal	CIGI Principal	
April-23	-	16,400,000	109,333.33
May-23	-	16,400,000	109,333.33
June-23	-	16,400,000	109,333.33
July-23	-	16,400,000	109,333.33
August-23	10,100,000	6,300,000	42,000.00
September-23	-	6,300,000	42,000.00
October-23	-	6,300,000	42,000.00
November-23	-	6,300,000	42,000.00
December-23	-	6,300,000	42,000.00
January-24	-	6,300,000	42,000.00
February-24	-	6,300,000	42,000.00
March-24	-	6,300,000	42,000.00
April-24	-	6,300,000	42,000.00
May-24	-	6,300,000	42,000.00
June-24	-	6,300,000	42,000.00
July-24	-	6,300,000	42,000.00
August-24	-	6,300,000	42,000.00
September-24	-	6,300,000	42,000.00
October-24	-	6,300,000	42,000.00
November-24	-	6,300,000	42,000.00
December-24	-	6,300,000	42,000.00
January-25	-	6,300,000	42,000.00
February-25	-	6,300,000	42,000.00
March-25	-	6,300,000	42,000.00
April-25	-	6,300,000	42,000.00
May-25	6,300,000	-	0.00

SCHEDULE 2.1(a)

OWNED REAL PROPERTY

1. The real property located at 17751 North CILCO Road, in the City of Canton, County of Fulton, and State of Illinois (the Duck Creek Property). The description of the Duck Creek Property is attached hereto as Annex A.
2. The real property located at 7800 South CILCO Lane, in the City of Bartonville, County of Peoria, and State of Illinois (the Edwards Property). The description of the Edwards Property is attached hereto as Annex B.

ANNEX A

DESCRIPTION OF DUCK CREEK PROPERTY

[legal description]

ANNEX B

DESCRIPTION OF EDWARDS PROPERTY

[legal description]

SCHEDULE 2.1(b)

LEASED REAL PROPERTY

1. The facility and parcel of real property leased by CILCO as lessee and located at 4105 North Becker, in the City of Bartonville, County of Peoria, and State of Illinois (the Becker Property). The description of the Becker Property is attached hereto as Annex A.

ANNEX A

DESCRIPTION OF THE BECKER PROPERTY

[legal description]

SCHEDULE 2.1(d)

SPECIFIC ACCOUNT AND OTHER ASSETS

1. Sulfur dioxide emission allowance inventory recorded in Account 158.1.
2. Undistributed stores recorded in Account 163.
3. Miscellaneous deferred debits recorded in Account 186.
4. The assets identified on Annex A attached hereto.

Annex A

Sterling Avenue Generation Assets

plant	Sterling
-------	----------

Sum of Sum Cost			
FERC#	Prop Unit #	Asset Description	Vintage Year
312	Unclassified Plant	Rpl Cntl Battery Sterling	(blank)
		Rpl U2 Ctrl Sys CT-Sterling	(blank)
		TURBINE/GEN CONTROLS-STER	(blank)
	Unclassified Plant Total		
340 Total			
341	9100	CONDUIT & WIRING, YARD LIGHTIN	1967
		CULVERT, METAL WITH CONCRETE H	1967
		FENCE, CHAIN LINK W/DRIVE & WA	1967
		GALVANIZED PIPE & FITTINGS	1977
		GRADE-FILL-SHAPE DRAINAGE STAT	1967
		LANDSCAPE AND LANDSCAPING MATE	1981
		LIGHT FIXTURES, MV W/PHOTO CEL	1967
		LIGHT STANDARDS, W/BRACKETS	1967
		LIMESTONE CHIPS, 628 TONS	1967
		LIMESTONE ROAD MIX 173 TONS EN	1967
		PARKING LOGS, CONCRETE	1967
		RETAINING WALL, CONCRETE 800L.	1967
		STAIR & STOOP, CONCRETE PRECAS	1967
		TREES, NORTH & EAST PROPERTY L	1967
		WATER PIPING SYSTEM	1967
	9100 Total		
341 Total			
344	2075	GAS TURBINE VOLTAGE REGULATOR	1989
	2075 Total		
	7615	EXHAUST TEMPERATURE MONITOR-GA	1987
		GAS TURBINE EXHAUST - TEMP MON	1987
	7615 Total		
	9100	AUTOMATIC FIRE DECTION SYSTEM	1967
		BATTERY HEATERS TYPE 4-CJCSD-1	1982
		CONDUIT, PLASTIC FR SWGEAR TO	1967
		CONDUIT, STEEL BTWN CONTRL CAB	1967
		COOLERS, AIR EVAPORATIVE W/PUM	1967
		GRATING, BAR FLOOR EXT OF PLAT	1967
		ILL USE TAX DEFICIENCY	1969
		INCREASE CAP OF GAS TURBINE TO	1967
		INLET DUCT FOR FUTURE SILENCIN	1967
		INSTALL REDUCING FUEL LN 6IN T	1967
		INSULATION OF OIL TANKS	1967
		OUTLETS, 60A 480V W/BREAKERS	1967
		PIPING, FOR SOFTENER & CHEM FE	1967
		POWER SUPPLY, AUX 112.5KVA 138	1967
		PUMPS, CHEMICAL MILTON ROY H1-	1967
		SUPERVISORY & TELEMETERING CON	1967
		TERMINATION KITS TYPE B	1967
		TURBINE, GAS 15250KW G.E.	1967
		WATER SOFTENER, BRUNER	1967

APPENDIX A TO CILCO'S NOTICE OF
TRANSFER OF ASSETS

FERC#	Prop Unit #	Asset Description	Vintage Year
		WIRING SYS, WATER TREAT & FREE	1967
	9100 Total		
	9150	BLADES (STAGES)	1987
	9150 Total		
344 Total			
345	9100	ADD'L COST W.O. 811-5028 (1982	1984
		ADDNL LABOR SPECIAL CONTRL CIR	1970
		CONTROL SYSTEM WITH ACCESSORIE	1982
		INTERCHANGEABLE BREAKER 1200 A	1977
	9100 Total		
345 Total			
Grand Total			

SCHEDULE 2.1(e)

INTELLECTUAL PROPERTY

None.

SCHEDULE 2.1(f)

CONTRACTS

1. Finance Lease dated 11/4/99 between CILCO and Caterpillar Financial Services Corporation.
2. Finance Lease dated 1/21/99 between CILCO and Caterpillar Financial Services Corporation.
3. Marketing and Management Agreement dated 12/6/00 between CILCO and ISG Resources, Inc.
4. Contractual Inventory Agreement dated 9/20/00 between CILCO and Alstrom Power Integrated Services, Inc.
5. Maintenance and Connectivity Support Agreement dated 2/1/01 between CILCO and IKON Office Solutions, Inc.
6. Maintenance Agreement between CILCO and IKON Office Solutions, Inc. (undated).
7. Letter Agreement dated 6/14/00 between CILCO and Williams Scotsman, Inc.
8. Hardware and Software Agreement dated 2/11/98 between CILCO and Environmental Systems Corporation.
9. Software License and Non-Disclosure Agreement dated 12/29/99 between CILCO and Environmental Systems Corporation.
10. General Ledger Software Agreement dated 2/29/00 between CILCO and Software Essentials, Inc.
11. Software License Agreement dated 3/17/00 between Project Software & Development, Inc.
12. FCC Radio Station License (Duck Creek Locomotive) dated 9/8/99 between CILCO and the Federal Commerce Commission.
13. FCC Radio Station License (Emergency Communications -- Duck Creek, Edwards, and Energy Control Center) dated 3/26/00 between CILCO and the Federal Commerce Commission.
14. FCC Radio Station License (Edwards Locomotive) dated 9/8/99 between CILCO and the Federal Commerce Commission.

APPENDIX A TO CILCO'S NOTICE OF TRANSFER OF ASSETS

15. FCC Radio Station License (Duck Creek Paging) dated 9/8/99 between CILCO and the Federal Commerce Commission.
16. FCC Radio Station License (Duck Creek Voice) dated 9/8/99 between CILCO and the Federal Commerce Commission.
17. Equipment Lease dated 6/1/93 between CILCO and Ameritech Credit Corporation (as supplemented).
18. Ameritech Priority Service Solutions Maintenance Service Agreement dated 11/14/96 between CILCO and Ameritech Enhanced Business Services.
19. Guaranteed Term Agreement dated 6/21/00 between CILCO and Qwest Communications Corporation.
20. Collective Bargaining Agreement dated 7/1/01 between CILCO and National Conference of Firemen and Oilers, Local # 8.
21. Coal Supply Agreement dated 1/17/00 between CILCO and Exxon Coal USA, Inc.
22. Coal Supply Agreement dated 1/1/00 between CILCO and Turriss Coal Company.
23. Coal Supply Agreement dated 1/1/00 between CILCO and Consolidation Coal Company.
24. Coal Supply Agreement (as amended and restated) dated 1/1/87 between CILCO and Freeman United Coal Mining Company.
25. Coal Transportation Agreement dated 9/10/98 between CILCO and The Burlington Northern and Santa Fe Railway Company.
26. Confidential Rail Transportation Contract dated 1/1/00 between CILCO and Union Pacific Railroad Company.
27. Rail Transportation Agreement dated 2/1/01 between CILCO, The Burlington Northern and Santa Fe Railway Company, and The Toledo Peoria & Western Railway Corporation.
28. Limestone Purchase Letter Agreement dated 1/3/00 between CILCO and Central Stone Company.
29. Lease, dated as of May 12, 1997, by and between Raymond D. Huffman, as lessor, and CILCO, as lessee, as amended by that certain Addendum to Lease dated as of February 2, 1999.

30. Contract entered into on August 17, 2001, between CILCO and Lurgi Lentjes North America for installation of Selective Catalytic Reactor System at Edwards facility.

SCHEDULE 2.1(g)

PERMITS

1. NPDES Permit No. IL0001970, dated 3/1/00 between CILCO and Illinois Environmental Protection Agency.
2. Dept. of the Army Permit #CEMVR-RD-365340-1, between CILCO and U.S. Army Corps of Engineers, Rock Island District (undated).
3. Application for CAAPP Permit, dated 7/7/95 between CILCO and Illinois Environmental Protection Agency.
4. Operating Permit #73010724, dated 6/20/95 between CILCO and Illinois Environmental Protection Agency.
5. Joint Construction and Operating Permit #98090079, dated 12/8/98 between CILCO and Illinois Environmental Protection Agency.
6. Special Waste Hauler Permit #1881, dated 12/30/96 between CILCO, Lincoln Gas Storage Field, Springfield Service Center and Illinois Environmental Protection Agency.
7. Phase II Permit Application, dated 12/21/95, and Draft Acid Rain Program Phase II Permit, between CILCO and Illinois Environmental Protection Agency.
8. NPDES Permit No. IL0055620, dated 5/1/98 between CILCO and Illinois Environmental Protection Agency.
9. Operating Permit Grant #78020006– NSPS Source Revised, dated 11/13/95 between CILCO and Illinois Environmental Protection Agency.
10. Water Pollution Control Permit #2000-EO-1116, dated 8/28/00 between CILCO and Illinois Environmental Protection Agency.
11. Radioactive Material License #IL-01572-01 Amendment #8, dated 10/18/00 between CILCO and Illinois Department of Nuclear Safety.
12. Phase II NOx Compliance Plan, dated 12/18/97 between CILCO and Illinois Environmental Protection Agency.
13. Federally Enforceable State Operating Permit #73010481– Revised, dated 4/8/97 between CILCO and Illinois Environmental Protection Agency.

APPENDIX A TO CILCO'S NOTICE OF TRANSFER OF ASSETS

14. Permit No. 1992-004-DE/OP and Supplemental Permit No. 1999-151-SP re modification of existing solid waste landfill, dated 7/27/00 between CILCO and Illinois Environmental Protection Agency.
15. Boron Variance obtained in CILCO (Duck Creek Station) v. IEPA, PCB 99-21, granted 12/17/98, Illinois Pollution Control Board and CILCO.
16. Sulfur Dioxide Variance obtained in CILCO v. IEPA, PCB 99-80, granted 4/15/99, IEPA and CILCO (Edwards facility).

SCHEDULE 2.2(a)

RETAINED TRANSMISSION AND
DISTRIBUTION ASSETS

1. The the overhead and underground communications and electrical transmission and distribution lines (whether consisting of one circuit or more than one circuit) and other overhead and underground transmission, distribution, communication and related facilities and structures, including towers, pole structures, poles, wires, cables, conduits, pipes (including natural gas pipelines and connections), ducts, pumps, controls, switches, relays, circuit breakers, monitoring devices, fiber optic cable and facilities, counterpoise, anchors, ground grid, cathodic protection equipment, manholes, transformers, pedestals, and necessary fixtures, conductors and appurtenances attached thereto, that are located at the Sterling Avenue Facility that are not used or held for use in connection with Generation Operations.
2. The assets identified on Annex A attached hereto.

ANNEX A

Plant Account	Location	Location Descr	Prop Unit #	Rel Unit #	Asset ID	Asset Description	Work Order	Sum Cost	Voltage	Jurisdiction	Code	Sum Quantity	Serial ID	Vintage Year	Class	Category	Guide Cls	Acq Date
3150480	9968950	E D Edwards	9040	00000000	00016174	GENERATOR TRANSFORMER COOLER -	8117151	\$18,529.25	Gen	Gen		1		1968	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150480	9968950	E D Edwards	6290	00000000	00016177	REACTOR, NEUTRAL GROUNDING, 25	8019897	\$23,065.29	Gen	Gen		2		1963	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150480	9968950	E D Edwards	9040	00000000	00016175	TRANSFORMER, 365000KVA, 138KV,	8116303	\$408,311.08	Gen	Gen		1		1972	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150480	9968950	E D Edwards	7400	13870210	00016148	SWITCH, DISC, 138KV, 2000A, NO	8116303	\$12,802.76	Gen	Gen		3		1972	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150480	9968950	E D Edwards	7320	20000000	00016129	FIRE BARRIER	8116303	\$8,259.65	Gen	Gen		1		1972	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150480	9968950	E D Edwards	2340	00000000	00016108	FOUNDATION W/PIPING - LOT	8116303	\$33,039.37	Gen	Gen		1		1972	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150480	9968950	E D Edwards	0590	30940800	00015789	OCB, 2000A, 138KV, 15000KVA	8116303	\$68,143.73	Gen	Gen		1		1972	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150480	9968950	E D Edwards	7400	13870210	00016147	SWITCH, DISC, 161KV, 2000A, NO	8111050	\$33,159.73	Gen	Gen		9		1969	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150480	9968950	E D Edwards	9050	00000000	00016176	TRANSFORMER, 300000KVA, 69KV,	8112505	\$23,785.97	Gen	Gen		1		1968	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150480	9968950	E D Edwards	9040	00000000	00016177	TRANSFORMER, 300000KVA, 69KV,	8112505	\$378,662.81	Gen	Gen		1		1968	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150480	9968950	E D Edwards	2340	00000000	00016098	FOUNDATION, W/PIPING - LOT	8112505	\$39,760.21	Gen	Gen		1		1968	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150480	9968950	E D Edwards	7400	69070210	00016158	SWITCH, DISC, 69KV, 2000A, NON	8112511	\$5,950.87	Gen	Gen		12		1966	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150480	9968950	E D Edwards	9040	69070210	00016158	SWITCH, DISC, 69KV, 2000A, NON	8112511	\$11,901.74	Gen	Gen		24		1966	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150480	9968950	E D Edwards	9040	85069950	00016176	TRANSFORMER, 1450KVA, 69KV, BUL	8110963	\$313,378.78	Gen	Gen		1		1960	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150480	9968950	E D Edwards	2340	00000000	00016176	FOUNDATION, TRANSFORMER	8110963	\$20,356.21	Gen	Gen		1		1960	ELTRSTAEOP	ELTRM	4914	1968-12-31
								\$1,597,064.79										

Plant Account	Location	Location Descr	Prop Unit #	Rel Unit #	Asset ID	Asset Description	Work Order	Sum Cost	Voltage	Jurisdiction	Code	Sum Quantity	Serial ID	Vintage Year	Class	Category	Guide Cls	Acq Date
3150440	9968950	Duck Creek	1400		00015246	REVERSE CURRENT RELAY	8112524	\$18,529.25	Gen	Gen		1		1969	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150440	9968950	Duck Creek	0340		53000000	ARRESTER, 28KV, STATION GE	8015905	\$55,146.14	Gen	Gen		3		1964	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150440	9968950	Duck Creek	9050		00015308	TRANSFORMER, 480KVA, 345KV, INS	8115937	\$78,022.43	Gen	Gen		1		1963	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150440	9968950	Duck Creek	9040		85045960	TRANSFORMER, 480KVA, 345KV, INS	8117199	\$466,019.56	Gen	Gen		1		1961	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150440	9968950	Duck Creek	2340		00000000	TRANSFORMER	8117199	\$1,397,856.18	Gen	Gen		1		1961	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150440	9968950	Duck Creek	0760		07202000	BUS DUCT ADAPTER, 28KV - LOT	8014177	\$55,109.41	Gen	Gen		1		1961	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150440	9968950	Duck Creek	9070		31186000	COFD, 1641, 345/120V, 345KV	8112644	\$12,467.79	Gen	Gen		2		1976	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150440	9968950	Duck Creek	9050		00015314	COFD, 1641, 345/120V, 345KV	8112644	\$20,435.55	Gen	Gen		2		1976	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150440	9968950	Duck Creek	9050		00015304	TRANSFORMER, 30KVA, 480/240V,	8112644	\$709.15	Gen	Gen		3		1976	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150440	9968950	Duck Creek	9040		03350993	TRANSFORMER, 30KVA, 480/240V,	8112644	\$823.64	Gen	Gen		2		1976	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150440	9968950	Duck Creek	9040		01505600	TRANSFORMER, 15KVA, 480/240V,	8112644	\$2,111.40	Gen	Gen		1		1976	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150440	9968950	Duck Creek	7400		34560220	SWITCH, 345KV, 3000A, NON-LBK,	8112644	\$598,616.59	Gen	Gen		7		1976	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150440	9968950	Duck Creek	7400		34570210	SWITCH, 345KV, 2000A, NON-LBK,	8112644	\$12,388.12	Gen	Gen		1		1976	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150440	9968950	Duck Creek	7400		00015290	SWITCH GRD, 345KV, 2000A, NON	8112644	\$3,966.46	Gen	Gen		1		1976	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150440	9968950	Duck Creek	0580		00015218	AIR BREAKER, 3000A, 345KV, 40K	8112644	\$175,876.38	Gen	Gen		3		1976	ELTRSTAEOP	ELTRM	4914	1968-12-31
3150440	9968950	Duck Creek	0340		53000000	ARRESTERS, 28KV, STATION	8112644	\$403,346.33	Gen	Gen		3		1976	ELTRSTAEOP	ELTRM	4914	1968-12-31
\$3,030,060.70																		

SCHEDULE 2.2(b)

RETAINED CONTRACTS

1. Tolling Agreement between CILCO and AES Medina Valley Cogen LLC (undated).
2. Caterpillar Receivables Assignment and Consent Agreement dated 12/19/00 between CILCO, AES Medina Valley Cogen LLC, Caterpillar, Inc. and Landesbank Hessen-Thuringen Girozentrale, New York Branch.
3. Interconnection Agreement dated 12/29/00 between CILCO and AES Medina Valley Cogen LLC.
4. Services Agreement (Medina) dated 12/29/00 between CILCO and Caterpillar, Inc. (with Lease Agreement, Environmental Agreement and Confidentiality Agreement attached).
5. Ground Lease, dated as of December 16, 1993, by and between Midwest Grain Products, Inc., as lessor, and CILCORP Development Services, Inc., as lessee.
6. Cogeneration Agreement dated 12/16/93 between CILCO, CILCORP, and Midwest Grain Products, Inc.
7. Steam Heat Service Agreement dated 12/16/93 between CILCORP and Midwest Grain Products, Inc.
8. Gas Service Agreement dated 9/1/96 between CILCO and Midwest Grain Products of Illinois.
9. Postage Meter Rental Agreement dated 7/6/99 between CILCO and Ascom Hasler Mailing Systems, Inc.
10. Equipment Rental Agreement dated 7/15/99 between CILCO and Walz Equipment Co.
11. Microsoft Business Agreement dated 6/28/00.
12. Software License and Maintenance Agreement dated 12/9/98 between CILCO and Lodestar Corporation.
13. License Agreement for Proprietary Software Products and Maintenance dated 6/30/94 between CILCO and Compuware Corporation.

APPENDIX A TO CILCO'S NOTICE OF TRANSFER OF ASSETS

14. SCADA System Agreement dated 9/15/97 between CILCO and Valmet Automation (USA), Inc.
15. OASyS Software License Agreement dated 9/15/97 between CILCO and Valmet Automation (USA), Inc.
16. Payroll Services Agreement dated 6/7/00 between CILCO and Ceridian Corporation.
17. Software License between CILCO and Ceridian Corporation (undated).
18. Personal Services Agreement between CILCO and Ceridian Corporation (undated).
19. Letter Agreement dated 9/1/99 between CILCO, Trunkline Gas Company, and Panhandle Eastern Pipe Line Company.
20. Services Agreement (#104819) dated 10/1/00 between CILCO and ANR Pipeline Company.
21. Services Agreement (#104820) dated 11/1/00 between CILCO and ANR Pipeline Company.
22. Firm Transportation Negotiated Rate Agreement for Prearranged Capacity Contract (#117452) dated 11/1/00 between CILCO and Natural Gas Pipeline of America.
23. Firm Transportation Negotiated Rate Agreement for Prearranged Capacity Contract (#116657) dated 4/1/00 between CILCO and Natural Gas Pipeline of America.
24. Firm Transportation Negotiated Rate Agreement for Prearranged Capacity Contract (#117318) dated 5/1/00 between CILCO and Natural Gas Pipeline of America.
25. Professional Services Agreement dated 6/18/98 between CILCO and Computer Associates International, Inc.
26. Master Product License Agreement dated 5/31/94 between CILCO and Platinum Technology, Inc.

SCHEDULE 2.3(b)

ASSUMED ENVIRONMENTAL LIABILITIES

1. Potential Liabilities associated with past, present and future compliance with all federal, state and local statutory, regulatory, and permit requirements arising out of the Generation Operations at the Facilities, including but not limited to the requirements in the permits listed on Schedule 2.1(g).
2. Potential Liabilities associated with the August 27, 1998 Notice of Violation from the Illinois Emergency Management Agency regarding the alleged release of 220 gallons of oil from the Edwards Facility, impacting the Illinois River.
3. Potential Liabilities associated with the compliance issues identified in the December 2000 report entitled "Environmental Audit Report," prepared by Harding ESE, Inc. for the Duck Creek Facility.
4. Potential Liabilities associated with the compliance with all required SO₂ and NO_x emission reductions for the Generation Operations at the Facilities pursuant to the acid rain provisions of the federal Clean Air Act Amendments of 1990 and state statutes and regulations.
5. Potential Liabilities associated with the past, present and future compliance with all federal, state and local requirements related to emissions of carbon monoxide, hazardous air pollutants and particulate matter arising out of the Generation Operations at the Facilities.
6. Potential Liabilities and closure obligations associated with closure of an ash pond at the Duck Creek Facility.
7. Potential Liabilities associated with groundwater or surface water exceedances at the Duck Creek Facility.
8. Potential Liabilities associated with sulfur dioxide emissions at the Edwards Facility, and the variance granted by the Illinois Pollution Control Board on April 15, 1999 in CILCO v. IEPA, PCB No. 99-80.
9. Potential Liabilities associated with past, present and future compliance with all federal, state and local requirements related to off-site disposal of materials from Generation Operations at the Facilities.
10. Potential Liabilities arising out of Generation Operations at the Facilities and associated with the Pierce Oil & Refining Company site in Springfield, Illinois.

SCHEDULE 2.3(c)

ASSUMED CLAIM LIABILITIES

1. All Liabilities arising out of the Coal Supply Agreement dated 1/1/00 between CILCO and Consolidation Coal Company.
2. All Liabilities arising out of the Coal Supply Agreement (as amended and restated) dated 1/1/87 between CILCO and Freeman United Coal Mining Company.
3. All Liabilities arising out of or relating to Donald Kolzow v. USX Corp., CILCO, et al., Case No. 01 L 002448 (Cook County, IL).

SCHEDULE 2.3(d)

CERTAIN ASSUMED LIABILITIES

1. Accumulated deferred income taxes recorded in Account 190, 281, 282 and 283.
2. Accounts payable recorded in Account 232 (consisting primarily of payments due from fuel suppliers and transporters).
3. Accrued real estate taxes recorded in Account 236.
4. Pension and OPEB liability recorded in Account 253.

SCHEDULE 2.4(d)

RETAINED CLAIM LIABILITIES

1. All Liabilities arising out of or relating to the employment or termination of employment of Audrey DeClue.
2. All Liabilities arising out of or relating to Voyles et al. v. CILCO.
3. All Liabilities arising out of or relating to Bunch et al. v. CILCO.
4. All Liabilities arising out of or relating to the employment or termination of employment of Herlinda Kauffman.
5. All Liabilities arising out of or relating to the employment or termination of employment of Todd Purham.
6. All Liabilities arising out of or relating to CILCO's Affirmative Action Plan.
7. All Liabilities arising out of or relating to the September 6, 2000 Conciliation Agreement.
8. All Liabilities arising out of or relating to the employment or termination of employment of Heather Hollaway.
9. All Liabilities arising out of or relating to the employment or termination of employment of Tina Deckard.
10. All Liabilities arising out of or relating to the bonus programs for CILCO personnel in the Energy Delivery Unit (EDU) and Sales & Marketing (S&M) departments of CILCO.

SCHEDULE 2.4(e)

RETAINED ENVIRONMENTAL LIABILITIES

1. Potential Liabilities associated with four identified former manufactured gas plant sites located at (a) 825 N. McArthur Blvd., Springfield, IL; (b) Persimmon St., Peoria, IL; (c) 531 Court St., Pekin, IL and (d) the Vector-Springfield site, Springfield, IL.
2. Potential Liabilities associated with the former power station site located at 100 Harrison St., Peoria, IL.
3. Potential Liabilities associated with the Pierce Oil & Refining Company site in Springfield, Illinois and not arising out of the Generation Operations at the Facilities.
4. Liabilities associated with the June 15, 2000 Notice of Intent to Pursue Legal Action ("NOI") from the Illinois Environmental Protection Agency regarding alleged permit violations pertaining to the continuous emissions monitoring system at the Indian Trails Facility.
5. The potential Liabilities associated with the past, present and future compliance with all federal, state and local requirements related to the off-site disposal of materials from any of the Retained Assets.
6. The potential Liabilities and closure obligations associated with closure of an ash pond at the R.S. Wallace Power Station.
7. The potential Liabilities associated with groundwater exceedances at the R.S. Wallace Power Station.
8. The potential Liabilities associated with an alleged discharge of asbestos into the Illinois River during the demolition of the R.S. Wallace Power Station.
9. The potential Liabilities associated with asbestos abatement relating to the December 1995 implosion of one of the buildings at the R.S. Wallace Power Station.
10. Potential Liabilities associated with the April 23, 2001 Noncompliance Advisories from the Illinois Environmental Protection Agency ("IEPA") for the Hallock Diesel Generators Facility (Lifetime Operating Permit No. 00010058) and the Kickapoo Diesel Generators Facility (Lifetime Operating Permit No. 00010059).
11. Potential Liabilities associated with a March 10, 1998 Notice of Violation issued by the IEPA to CILCO with respect to its operation of a cogeneration facility

located in Pekin, Illinois (*i.e.*, the Indian Trails Facility) that is associated with Midwest Grain Products Co.

12. Potential Liabilities associated with past, present and future compliance with federal, state and local statutory, regulatory and permit requirements for the Lincoln Gas Storage Field, the Springfield Service Center, the Indian Trails Facility and the R.S. Wallace Power Station, including without limitation, the requirements in the following permits:
 - (a) Indian Trails Facility Operating Permit No. 94010076, issued by the IEPA on September 22, 1999, expiring March 17, 2002;
 - (b) Lifetime Operating Permit #00010058 for Diesel Generators issued by the IEPA on April 19, 2000, expiring 180 days after the IEPA sends a written request for renewal;
 - (c) 7/20/99 IEPA Termination of NPDES permit for the R.S. Wallace Power Station;
 - (d) 8/24/00 IEPA Certification of Closure for the R.S. Wallace Power Station;
 - (e) Permit No. 1992-004-DE/OP; Supplemental Permit No. 1999-151-SP for modification of existing landfill for the R.S. Wallace Power Station; and
 - (f) Lifetime Operating Permit #00010059 for Diesel Generators issued by the IEPA on April 19, 2000, expiring 180 days after the IEPA sends a written request for renewal.

SCHEDULE 4.3

CONSENTS

1. Consent of ISG Resources, Inc. for assignment of Marketing and Management Agreement dated 12/6/00.
2. Consent of IKON Office Solutions, Inc. for assignment of Maintenance and Connectivity Support Agreement dated 2/1/01.
3. Consent of IKON Office Solutions, Inc. for assignment of Maintenance Agreement (undated).
4. Consent of Computer Associates International, Inc. for assignment of Professional Services Agreement dated 6/18/98.
5. Consent of Environmental Systems Corporation for assignment of Software License and Non-Disclosure Agreement dated 12/29/99.
6. Consent of Software Essentials, Inc. for assignment of General Ledger Software Agreement dated 2/29/00.
7. Consent of Project Software & Development, Inc. for assignment of Software License Agreement dated 3/17/00.
8. Consent of the Federal Commerce Commission for assignment of FCC Radio Station License (Duck Creek Locomotive) dated 9/8/99.
9. Consent of the Federal Commerce Commission for assignment of FCC Radio Station License (Emergency Communications -- Duck Creek, Edwards, and Energy Control Center) dated 3/26/00.
10. Consent of the Federal Commerce Commission for assignment of FCC Radio Station License (Edwards Locomotive) dated 9/8/99.
11. Consent of the Federal Commerce Commission for assignment of FCC Radio Station License (Duck Creek Paging) dated 9/8/99.
12. Consent of the Federal Commerce Commission for assignment of FCC Radio Station License (Duck Creek Voice) dated 9/8/99.
13. Consent of Ameritech Credit Corporation for assignment of Equipment Lease dated 6/1/93 (as supplemented).
14. Consent of Ameritech Enhanced Business Services for assignment of Ameritech Priority Service Solutions Maintenance Service Agreement dated 11/14/96.

15. Consent of Qwest Communications Corporation for assignment of Guaranteed Term Agreement dated 6/21/00.
16. Consent of Consolidation Coal Company for assignment of Coal Supply Agreement dated 1/1/00.
17. Consent of Freeman United Coal Mining Company for assignment of Coal Supply Agreement (as amended and restated) dated 1/1/87.
18. Consent of The Burlington Northern and Santa Fe Railway Company for assignment of Coal Transportation Agreement dated 9/10/98.
19. Consent of Union Pacific Railroad Company for assignment of Confidential Rail Transportation Contract dated 1/1/00.
20. Approval of the Federal Energy Regulatory Commission for the following items:
 - a. Authorization to implement corporate restructuring and to transfer jurisdictional assets.
 - b. Approval of market based rate authority for CIGI.
 - c. Confirmation of market based rate authority for CILCO.
 - d. Waiver of Commission's interaffiliate power sales transmission pricing rules and code of conduct rules.
 - e. Acceptance of CIGI's conforming revisions to CILCO's wholesale power sales tariff.
 - f. Acceptance of CIGI's replacement wholesale power sales tariffs.
 - g. Approval of form Power Supply Agreement.
 - h. Approval of interconnection agreement between CILCO and CIGI.
 - i. Waiver of requirements under FERC Orders 888 and 889.
 - j. Determination of exempt wholesale generator status.

SCHEDULE 6.2

EMPLOYEES

[to be completed prior to closing]